

Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF SECRETARY

In re Application of)

ELLIS THOMPSON CORPORATION)

For facilities in the Domestic)
Public Cellular Telecommunications)
Radio Service on Frequency Block)
A, in Market 134, Atlantic City,)
New Jersey)

CC Docket No. 94-136

File No. 14261-CL-P-134-A-86

DOCKET FILE COPY ORIGINAL

To: Honorable Joseph Chachkin
Administrative Law Judge

PETITION FOR LEAVE TO AMEND APPLICATION

The Ellis Thompson Corporation ("ETC"), by its attorneys and pursuant to Section 1.65 of the Commission's Rules, 47 C.F.R. §1.65, hereby seeks leave to amend its above-captioned application for an authorization to construct and operate a nonwireline cellular telephone system in the Atlantic City, New Jersey MSA, Market No. 134A (the "Atlantic City System").

In particular, ETC hereby submits a copy of an Amendment to Exercise Agreement dated October 6, 1992. This document reflects an Amendment to an Exercise Agreement reflecting the exercise by Mr. Ellis Thompson of a contingent option, pursuant to a Contingent Option Agreement dated December 30, 1987, as amended, to require Amcell of Atlantic City, Inc. to acquire all of Thompson's and ETC's right, title and interest in the Atlantic City System and ETC. The Contingent Option Agreement and the Exercise Agreement were previously made part of the record in this proceeding.

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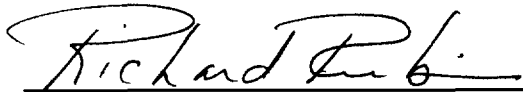
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The Amendment to Exercise Agreement was not required to be filed earlier because until the Commission's Memorandum Opinion and Order and Hearing Designation Order, FCC 94-298, released November 28, 1994, ETC had a validly issued authorization to construct and operate the Atlantic City System. That decision rescinded ETC's authorization, and thereby returned its application to pending status. The submission of the Amendment to Exercise Agreement is being made within 30 days of the November 28 decision and is therefore timely. Thus, ETC submits that good cause exists for acceptance of the subject amendment.

Respectfully submitted,

ELLIS THOMPSON CORPORATION

By:



Stuart F. Feldstein

Richard Rubin

Christopher G. Wood

Its Attorneys

Fleischman and Walsh, L.L.P.
1400 Sixteenth Street, N.W.
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(202) 939-7900

December 28, 1994

21446

Ellis Thompson Corporation
3806 NW McCann Road
Vancouver, Washington 98685

AMENDMENT

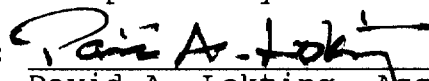
Re: Ellis Thompson Corporation
DPCRTS Application
Cellular Market 134A, Atlantic City, NJ
File No. 14261-CL-P-134-A-86

Pursuant to Section 1.65 of the Federal Communications Commission's Rules, 47 C.F.R. §1.65, the Ellis Thompson Corporation ("ETC") hereby amends its above-referenced application for an authorization to construct and operate a nonwireline cellular telephone system in the Atlantic City, New Jersey MSA, Market No. 134A, to include the attached copy of an Amendment to Exercise Agreement dated October 6, 1992 among Mr. Ellis Thompson, ETC, Amcell of Atlantic City, Inc. and American Cellular Network Corp.

Pursuant to Section 1.2002 of the Commission's Rules, 47 C.F.R. §1.2002, the undersigned certifies that neither ETC nor any party to this filing is subject to denial of Federal Benefits -- including FCC benefits -- pursuant to Section 5031 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853a.

Respectfully submitted,

By:


David A. Lokting, Assistant Secretary

Date: 12.23.94

AMENDMENT TO
EXERCISE AGREEMENT

This AMENDMENT TO EXERCISE AGREEMENT is made on October 6, 1992, among ELLIS THOMPSON, an individual ("Thompson"), ELLIS THOMPSON CORPORATION, an Oregon corporation ("ETC"), AMCELL OF ATLANTIC CITY, INC., a New Jersey corporation ("Amcell Atlantic"), and AMERICAN CELLULAR NETWORK CORP., a New Jersey corporation ("Amcell"). All capitalized terms used in this Amendment ("Amendment") that are defined terms in the Exercise Agreement dated as of May 20, 1992, among the parties herein ("Exercise Agreement") shall have the meanings ascribed to them therein unless otherwise specified herein.

WITNESSETH:

WHEREAS, the parties desire to amend the Exercise Agreement, as more specifically set forth herein,

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

1. Subsection 4(a) of the Exercise Agreement is hereby amended in its entirety to read as follows:

On or before September 15, 1992, Thompson and ETC, on the one hand, and Amcell Atlantic and Amcell, on the other hand, shall file an application (the "Application") to obtain the consent of the FCC to the transfer of control of the System which would be effected by the Closing and each shall use his/its best efforts to cause the FCC Final Order Date to occur as promptly as possible.

2. Subsection 4(b) of the Exercise Agreement is hereby amended in its entirety to read as follows:


As soon as practicable following the date hereof, ETC shall, at its sole expense, take any and all such actions as may be required to obtain the CMS Consent to the sale of control of the FCC license for the System to be effected at the Closing. The initial mailing of written materials relating to the CMS Consent to all interest holders in the System shall be made by ETC on or before September 15, 1992.

3. Except as expressly set forth in this Amendment, the terms and conditions of the Exercise Agreement shall remain in full force and effect without modification.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment on the date first written above.


ELLIS THOMPSON


ELLIS THOMPSON CORPORATION

By: 
Ellis Thompson, President

AMCELL OF ATLANTIC CITY, INC.

By: _____

AMCELL CELLULAR NETWORK CORP.

By: _____

CERTIFICATE OF SERVICE

I, Robert S. Childress, a secretary in the law firm of Fleischman and Walsh, L.L.P., do hereby certify that I have on this 28th day of December, 1994, had copies of the foregoing "Petition For Leave To Amend Application" mailed by U.S. first class mail, postage prepaid, to the following:

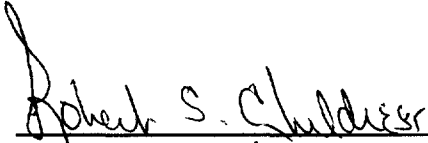
- * Honorable Joseph Chachkin
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- * Joseph Paul Weber, Esquire
Wireless Telecommunications Bureau
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Robert S. Childress

* By Hand

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